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COLUMBIA, SOUTH CAROLINA

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VIA ELECTRONIC FILING
& HAND DELIVERED ORIGINAL

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Public Service Commission of South Carolina
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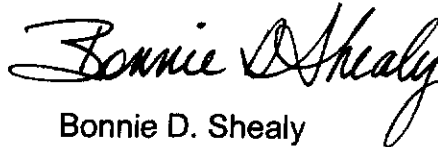
Re: Time Warner Telecom of South Carolina - Xspedius Merger
Our File No. 20158-0008

Dear Mr. Terreni:

Enclosed for filing please find the Application of Time Warner Telecom of South Carolina LLC, Xspedius Management Co. of Charleston, LLC; Xspedius Management Co. of Spartanburg, LLC; Xspedius Management Co. of Columbia, LLC; Xspedius Management Co. of Greenville, LLC; and Xspedius Management Co. Switched Services, LLC for approval of an asset transfer, internal corporate restructuring and name change. Please date-stamp the extra copies of the Application as proof of filing and return them with our courier. If you have any questions, please have someone on your staff contact me.

Very truly yours,

ROBINSON, MCFADDEN & MOORE, P.C.


Bonnie D. Shealy

/bds
Enclosure

cc/enc : Ms. Carolyn Ridley, Vice President - Regulatory Affairs (via email)
Ms. Pamela Sherwood, Vice President - Regulatory Affairs (via email)
Mr. Dan F. Arnett, Chief of Staff ORS (via email & U.S. Mail)

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**BEFORE THE
PUBLIC SERVICE COMMISSION
OF SOUTH CAROLINA**

DOCKET NO.

In re:)	
)	
Application of Time Warner Telecom of)	
South Carolina, LLC; Xspedius)	JOINT APPLICATION FOR
Management Co. of Charleston, LLC;)	APPROVAL OF ASSET TRANSFER,
Xspedius Management Co. of Spartanburg,)	INTERNAL CORPORATE
LLC; Xspedius Management Co. of)	RESTRUCTURING, AND NAME
Columbia, LLC; Xspedius Management Co.)	CHANGE
of Greenville, LLC; and Xspedius)	
Management Co. Switched Services, LLC)	
for Approval to Transfer Assets, of)	
Corporate Internal Restructuring, and for)	
Name Change)	
<hr/>)	

Pursuant to S.C. Code Section 58-9-310, the Applicants Time Warner Telecom of South Carolina LLC, ("TW Telecom-SC") Xspedius Management Co. of Charleston, LLC; Xspedius Management Co. of Spartanburg, LLC; Xspedius Management Co. of Columbia, LLC; Xspedius Management Co. of Greenville, LLC; (collectively "Xspedius Operating Entities") and Xspedius Management Co. Switched Services, LLC ("Xspedius Switched Services") (combined "Xspedius Companies"), all subsidiaries of Time Warner Telecom, Inc. ("Time Warner Telecom"), hereby respectfully request that the Public Service Commission of South Carolina ("Commission") (a) approve or grant such authority as may be necessary to allow the Xspedius Operating Entities and Xspedius Switched Services to transfer all of their assets, including customer base, to TW Telecom-SC, (b) cancel the certificates of public convenience and necessity of the Xspedius Companies; (c) approve several internal transactions described below

to effectuate an internal corporate restructuring; and (d) approve a name change for TW Telecom-SC. In support of their application, the Applicants provide the following information:

I. Consolidation

A. The Applicants

1. Time Warner Telecom

Time Warner Telecom, headquartered in Littleton, Colorado, is a leading provider of managed voice and data networking solutions for businesses customers. Time Warner Telecom also integrates data, dedicated internet access, and local and long distance voice services for long distance carriers, wireless communications companies, incumbent local exchange carriers, and enterprise organizations in the healthcare, finance, higher education, manufacturing, and hospitality industries. The company's stock is publicly traded on the NASDAQ under the symbol "TWTC."

Time Warner Telecom is authorized by the FCC to provide interstate and international telecommunications services and, through one or more of its subsidiaries, is authorized to provide intrastate interexchange and competitive local exchange services in 33 states, Washington D.C., and the FCC/Interstate jurisdiction.

TW Telecom-SC is a limited liability company organized under the laws of the State of Delaware. In South Carolina, TW Telecom-SC is a leading provider of "last-mile" broadband data, voice, dedicated internet access, and dedicated web hosting to business customers. TW Telecom-SC was certified to provide local and interexchange telecommunications services in South Carolina in Docket No. 2000-505-C, Order No. 2001-93 and Docket No. 2004-311-C, Order No. 2005-77.

2. Xspedius

The Xspedius Companies are limited liability companies formed under the laws of the State of Delaware on June 3, 2002. The Xspedius Companies were certified to provide local and interexchange services in South Carolina in Order No. 2002-622 in Docket Nos. 2002-226-C, 2002-227-C, 2002-228-C, 2002-229-C, and 2002-230-C. The Xspedius Companies provide local, long distance, integrated, and internet access solutions to small and medium-sized business customers.

3. The Combined Company

By letter dated August 10, 2006, the Xspedius Companies, Xspedius Communications, LLC and Time Warner Telecom, Inc. notified the Commission of the merger of the parent companies, Time Warner Telecom, Inc. and Xspedius Communications, LLC. Time Warner Telecom, the corporate parent of TW Telecom-SC, acquired Xspedius Communications, LLC, the corporate parent of the Xspedius Companies. This parent holding company level equity transaction resulted in no change of the ownership of the membership interests of the Xspedius Companies who remained wholly owned by Xspedius Communications, LLC.

As a result of the merger Xspedius Communications, LLC is a direct, wholly owned subsidiary of Time Warner Telecom. The Xspedius Companies, as wholly owned subsidiaries of Xspedius Communications, LLC, also became subsidiaries of Time Warner Telecom. Prior to the merger with Time Warner Telecom, the Xspedius Companies provided integrated telecommunications services to small and medium-sized enterprise customers in 20 states across the Southern and Southwestern United States, including South Carolina.

By acquiring ownership of Xspedius Communications, LLC and its subsidiaries and substantially all of their assets, Time Warner Telecom pooled the resources of Time Warner

Telecom and Xspedius Communications, LLC such that the combined company can compete more effectively in the markets in which they both operate, provide new services and expand into new markets, and achieve economies of scope and scale. Time Warner Telecom, through its TW Telecom-SC and the Xspedius Companies, serves only business customers.

To further streamline and simplify its corporate structure, Time Warner Telecom intends to ultimately transfer the assets and customers of the Xspedius Companies into TW Telecom-SC. After completion of the consolidation, Time Warner Telecom will remain the corporate parent and it will have only one subsidiary operating in South Carolina, TW Telecom-SC operating under a new name as described below.

B. Designated Contacts

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C. Description of the Consolidation

The consolidation of the Applicants into a single operating entity, currently named TW Telecom-SC, will occur by way of an asset transfer. The Applicants propose to transfer the Xspedius Operating Entities' assets, including the customer base, to TW Telecom-SC, with TW Telecom-SC assuming all of the Xspedius Operating Entities' assets and operations. As described more completely below, the Applicants also intend to change the name of TW Telecom-SC to a new, undisclosed name. The Applicants propose to transfer Xspedius Switched Services' assets, including the customer base, to a holding company and then to TW Telecom-SC operating under its new name. Charts illustrating the corporate structure before and after the consolidation are attached hereto as Exhibits A (pre-consolidation) and B (post-consolidation).

Upon consummation of the proposed consolidation, TW Telecom-SC will provide service to the current customers of TW Telecom-SC and the Xspedius Companies. The proposed consolidation is not expected to result in any loss or impairment of services to the Applicants' customers. The proposed internal consolidation will simplify the Time Warner Telecom corporate structure, streamline Time Warner Telecom's operations in South Carolina, eliminate administrative redundancy and improve overall efficiency. The Applicants anticipate that the consolidation in South Carolina will occur after receipt of the required regulatory approvals in

South Carolina; thus, the Applicants request that the Commission take any action necessary to approve this application at its earliest convenience.

D. Notice to Xspedius Customers

Following the completion of the asset transfer, TW Telecom-SC will provide local, long distance and dedicated telecommunications services to the Xspedius Companies' customers. To avoid customer confusion or inconvenience, the Applicants will provide written notice to the affected customers of Xspedius Companies in South Carolina on or about May 9, 2007, which will be at least thirty (30) days prior to the transfer. This notice will be sent in compliance with the applicable Federal Communication Commission ("FCC") requirements for changing a customer's presubscribed carrier. A copy of the notice to be sent to customers of the Xspedius Companies will be provided to the Office of Regulatory Staff and the Commission as soon as possible. Part II below regarding company name change sheds light on timing issues.

All customer contracts of the Xspedius Companies will be honored post-transfer and the customers of Xspedius Companies will not experience any change in their rates or service arrangements. The Applicants expect that the transfer of customers will be transparent to customers of the Xspedius Companies with respect to rates, terms and conditions of service.

E. Tariffs

TW Telecom-SC will revise the TW Telecom-SC tariff to incorporate the terms and conditions of service included in the Xspedius Companies' tariffs. This will allow TW Telecom-SC to make available rates and services provided to customers of the Xspedius Companies for the remaining term of any Xspedius Companies' customer contracts. Additionally, for the

immediate future, TW Telecom-SC will continue to offer Xspedius Companies' products and services to Xspedius Companies' customers not under contract at the Xspedius Companies' rates. TW Telecom-SC expects to gradually replace the products and services offered by the Xspedius Companies with new (and in many cases improved) products and services offered by TW Telecom-SC.

F. Discontinuance of Service

In connection with the asset transfer, the telecommunications authorizations currently held by the Xspedius Companies will be surrendered, upon completion of the transfer of the Xspedius Companies' customers to TW Telecom-SC. In conjunction with the surrender of the Xspedius Companies' authorizations, the Applicants seek to cancel the Xspedius Companies' certificates of public convenience and necessity. Xspedius Companies' customer contracts will be fully honored by TW Telecom-SC, with services provided by TW Telecom-SC according to the customer contracts' terms. The Xspedius Companies will then cease providing service.

G. Public Interest Analysis

The consolidation proposed in this Application will serve the public interest. The consolidation will be largely transparent to customers and will have no adverse impact on the services they receive. Current Xspedius Companies' end users will continue to receive services under the same rates, terms and conditions that currently apply to their services and any future changes in the rates, terms, and conditions of those services will be made consistent with Commission requirements. In accordance with applicable FCC carrier change requirements, advance written notice will be sent to affected customers informing them of the proposed transaction. For current TW Telecom-SC customers, the consolidation will have no visible

impact. The proposed consolidation will reduce legal, accounting and tax administrative burdens and will simplify the Time Warner Telecom corporate structure, eliminating administrative redundancy and improving the company's overall efficiency. This improved efficiency will enhance the company's ability to compete in South Carolina and elsewhere.

The proposed restructuring steps will decrease the actual number of certificated entities subject to the Commission and the Office of Regulatory Staff's oversight. The administrative burden posed by the entities on the Commission and the Office of Regulatory Staff will be reduced. As reflected in the organizational charts, attached hereto as Exhibits A and B, upon completion of the consolidation, the ownership of TW Telecom-SC will be identical to the current ownership of TW Telecom-SC and the Xspedius Companies. Thus, there should be no question about the qualifications of TW Telecom-SC and its parent, Time Warner Telecom, to operate in the public interest as the consolidation will not cause any meaningful change in the ownership or financial condition of the utility subsidiaries.

The Applicants respectfully request that the Commission authorize, to the extent necessary, approve the internal transactions described and approve the transfer of assets and the customers of the Xspedius Companies to TW Telecom-SC.

II. Name Change

The license agreement which allows Time Warner Telecom to use the name of its major shareholder, Time Warner, will expire in early July 2007. Time Warner Telecom welcomes this opportunity to re-brand and distinguish itself, and plans to publicly announce its new name on or about May 9, 2007. Time Warner Telecom has submitted the new name it anticipates using to the United States Patent and Trademark Office ("PTO") for approval. Until the PTO approves Time

Warner Telecom's application, the new name remains confidential. When the new name is publicly announced, TW Telecom-SC will file the necessary documents with both the Delaware and South Carolina Secretary of State's offices to effectuate the name change and will supplement this application.

While this name change does not impact the merits of this Application, the imminence of the name change presents an opportunity to send a concise and comprehensive notice to customers explaining all that is happening with the company. The name change will have no substantive effect on the proposed consolidation; however TW Telecom-SC's tariff will need to be revised to reflect the new name and customers will be notified. TW Telecom-SC's end users will continue to receive service according to the applicable rates, terms and conditions in effect prior to the name change.

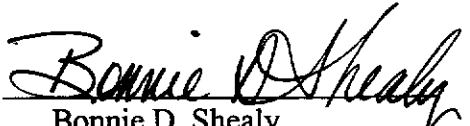
Applicants will file all necessary documents with the South Carolina Secretary of State to implement the name change and will supplement this Application with that documentation.

III. Conclusion

The Applicants respectfully request that the Commission approve this application to transfer customers and assets, cancel the certificates of public convenience and necessity held by the Xspedius Companies and approve the name change of TW Telecom-SC.

DATED this 10th day of April, 2007.

Robinson, McFadden & Moore, PC

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Xspedius Management Co. of Columbia,
LLC; Xspedius Management Co. of
Greenville, LLC; and Xspedius
Management Co. Switched Services, LLC

Exhibit A

Time Warner Telecom Inc. & South Carolina Subsidiaries Current South Carolina Structure Chart

Time Warner Telecom Inc. Pre Consolidation

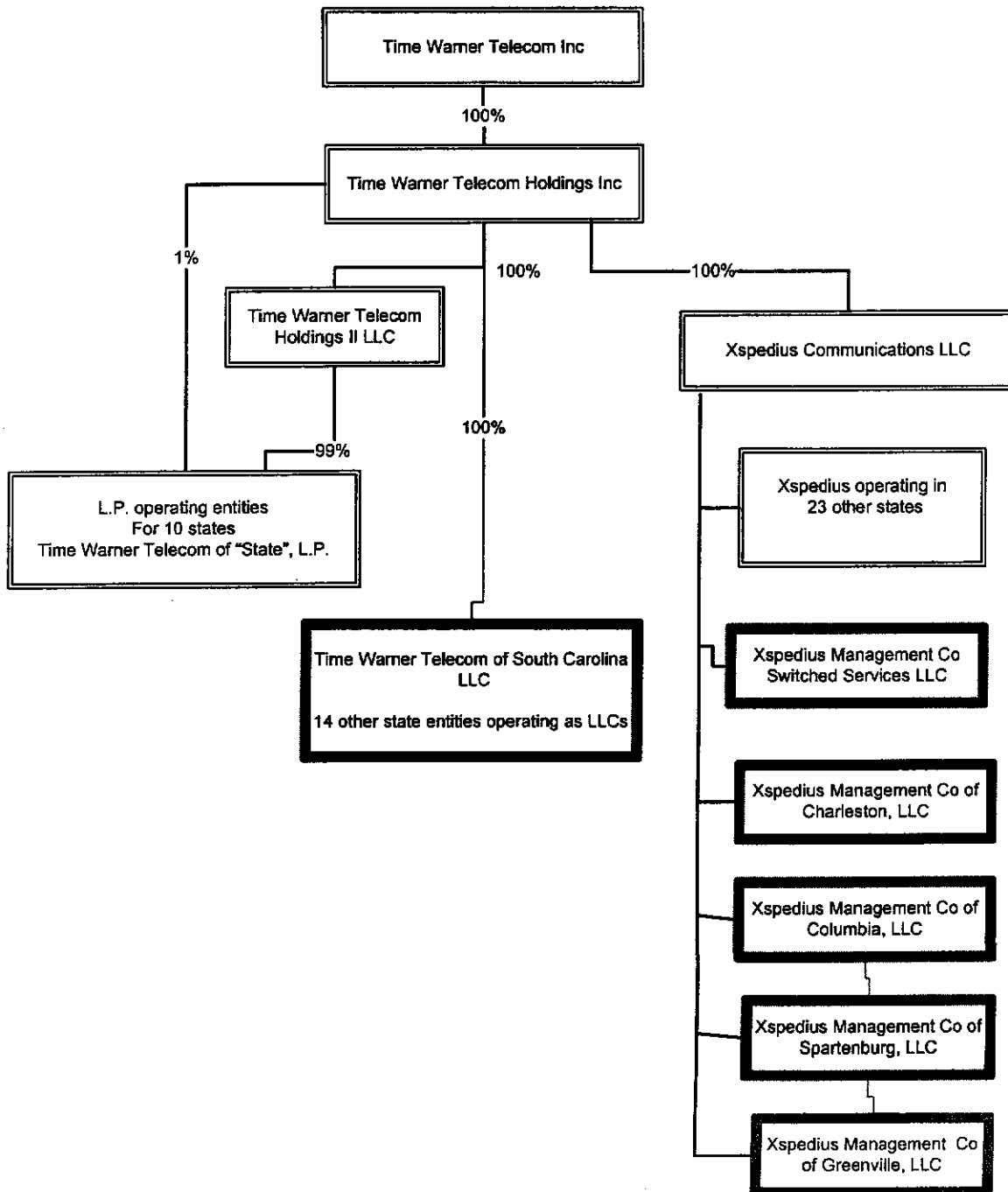
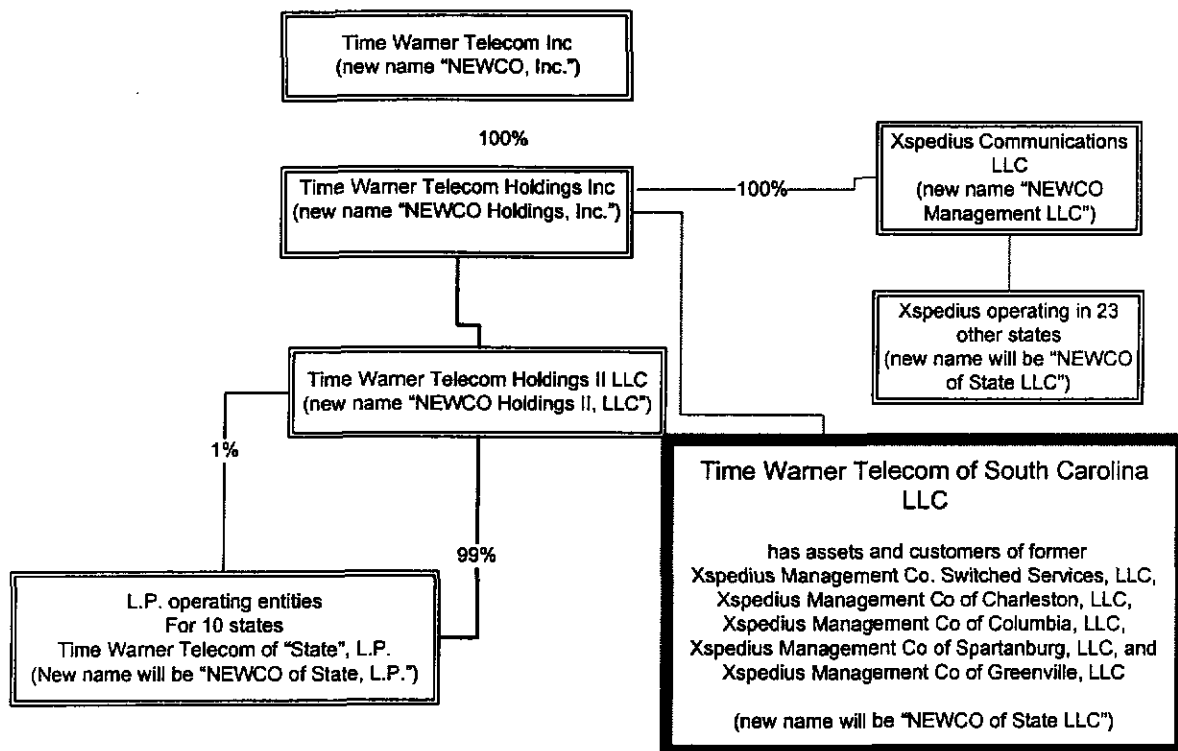


Exhibit B

Time Warner Telecom Inc. & South Carolina Subsidiaries Post-Consolidation South Carolina Structure Chart

South Carolina Post Consolidation Subsidiary Structure Entities will all be renamed in subsequent months



"NEWCO"

NEWCO is a placeholder for the new name to be announced in subsequent months.